

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

-----X
In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

Debtor.

PROMESA
Title III

No. 17 BK 4780-LTS

**Court Filing Relates Only to PREPA
and Shall Only be Filed in Case No.
17-BK-4780 (LTS)**

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**WHITEFISH ENERGY HOLDINGS, LLC'S, MOTION FOR LEAVE TO FILE
LIMITED OBJECTION TO PREPA'S MOTION FOR ENTRY OF AN ORDER
ALLOWING ADMINISTRATIVE EXPENSE CLAIM FOR COMPENSATION FOR
FRONT-END TRANSITION SERVICES UNDER PUERTO RICO TRANSMISSION
AND DISTRIBUTION SYSTEM OPERATION AND MAINTENANCE AGREEMENT
WITH LUMA ENERGY UNDER SEAL**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

Whitefish Energy Holdings, LLC (“WEH”), by and through its undersigned counsel, hereby respectfully submits this motion to seal its Limited Objection to the Administrative Expense claim made in the *Motion of PREPA for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* (the “LUMA Motion”). Attached hereto as Exhibit A is a proposed order granting the Motion to Seal. In further support of the Motion to Seal, WEH respectfully states as follows:

1. On August 2, 2020, Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”); the Puerto Rico Electric Power Authority (“PREPA”), the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”); the Puerto Rico Public-Private Partnerships Authority (“P3”); the Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA); Unión de Trabajadores de la Industria Eléctrica y Riego Inc.; Cortland Capital Market Services LLC; SOLA LTD; Solus Opportunities Fund 5 LP; UltraMaster LTD; Ultra NB LLC; and Whitefish Energy Holdings (“WEH”) (collectively, the “Protective Order Parties”) filed a *Stipulation And Order In Connection With Discovery Regarding Prepa’s Motion For Entry Of An Order Allowing Administrative Expense Claim For Compensation For Front-End Transition Services Under Puerto Rico Transmission And Distribution System Operation And Maintenance Agreement With Luma Energy* (the “Protective Order”) which contained procedures for handling confidential documents produced in discovery on the LUMA Motion.
2. The Protective Order prohibits parties from filing on the public docket any discovery material that another party has marked confidential, and it either grants the Parties the alternative to submit redacted documents or file the same under seal. (ECF No. 1341 ¶ 20)

3. WEH submit this Motion to Seal out of an abundance of caution and their obligation under the Protective Order to file any materials containing information designated as Confidential thereunder under seal. WEH take no position on whether the information designated is in fact confidential or whether it should remain under seal. Some of the references to facts or information included in the Limited Objection are part of the discovery exchange between the Protective Order Parties and may have been marked as confidential.
4. Therefore, upon the entry of the Proposed Order herein enclosed as Exhibit A, WEH will be filing its Limited Objection under seal and will serve on counsel of record for the Parties with a full, unredacted copy of the Limited Objection.

WHEREFORE as set forth above, WEH respectfully requests that this Honorable Court grant its request for leave to file WEH's Limited Objection to the LUMA Motion under seal.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 12th day of August 2020.

I HEREBY CERTIFY that on this same date I electronically filed the foregoing with the Clerk of the Court using the CM/ECF System which will send notification of such filing to the participants appearing in said record including the US Trustee, counsel for AAFAF, counsel for the Oversight Board, Counsel for the Creditor's Committee, and Counsel for the Retiree Committee.

/s/ Ann Marie Uetz
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Counsel for WEH

EXHIBIT A

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

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PROMESA
Title III

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**Court Filing Relates Only to PREPA
and Shall Only be Filed in Case No.
17-BK-4780 (LTS)**

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**[PROPOSED] ORDER GRANTING MOTION OF WHITEFISH ENERGY HOLDINGS,
LLC TO FILE ITS LIMITED OBJECTION RELATED TO
LUMA ENERGY MOTIONS UNDER SEAL**

Upon consideration of the *Whitefish Energy Holdings, LLC, 'S Motion For Leave To File
Limited Objection To PREPA's Motion For Entry Of An Order Allowing Administrative Expense
Claim For Compensation For Front-End Transition Services Under Puerto Rico Transmission*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

And Distribution System Operation And Maintenance Agreement With Luma Energy Under Seal (the “Motion to Seal”), and the Court having reviewed the Motion to Seal and the relief requested; the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1331 and 48 U.S.C. § 2166(a); the Court determining that venue of this proceeding and the Motion to Seal in this District is proper under 28 U.S.C. § 1391(b) and 48 U.S.C. § 2167(a); notice of the Motion to Seal being adequate and proper under the circumstances; upon the record of the hearing on the Motion to Seal; and after due deliberation and sufficient cause appearing; therefore, it is HEREBY ORDERED THAT:

1. The Motion to Seal is GRANTED as set forth herein;
2. Whitefish Energy Holdings, LLC, may file its Limited Objection to the *Motion of PREPA for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* under seal.

SO ORDERED.

Dated: _____

JUDITH GAIL DEIN
UNITED STATES MAGISTRATE JUDGE